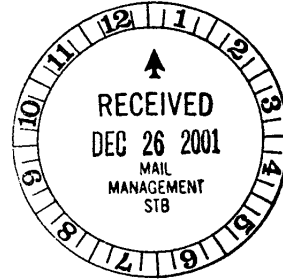




Joseph Transportation Services, Inc.
a subsidiary of Joseph Transportation



November 13, 2001

23821

Ms. Taledia Stokes
Recordations Unit
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423-0001

JAN 14 '02 12-25 PM
Ts
SURFACE TRANSPORTATION BOARD

Dear Ms. Stokes:

Please find enclosed, one (1) original and one (1) copy of the Memorandum of Railroad Equipment Lease Agreement dated as of October 11, 2001 between the following parties:

Lessee: Tucson Electric Power Company
3950 E. Irvington Rd
Tucson, AZ 85714

Lessor: Joseph Transportation Services, Inc.
300 Pike Street
Cincinnati, OH 45202

Please see Exhibit A attached hereto for the equipment, (8) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Railroad Equipment Lease Agreement dated October 11, 2001 related to eight (8) railcars bearing reporting marks JTSX 900134, 900144, 900179, 900206, 900242, 900266, 900338 & 900370.

Please file this agreement as a primary document. The amount of \$28.00 is included on Check # 16952 for the filing fees for this document. Please return the original to my attention.

Should you have any questions or need further information, please do not hesitate to contact me at (513) 929-4500 ext. 4239.

Sincerely,

Joseph Transportation Services, Inc.

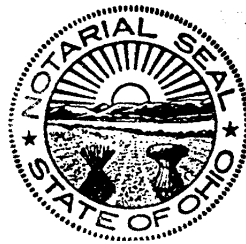
Julie M. Woodard
Julie M. Woodard
Documentation Coordinator

Enclosures

CERTIFICATE

The undersigned, Julie M. Woodard, notary public in and for the County of Hamilton, State of Ohio, hereby certifies that the copies of the documents attached hereto have been compared with the originals and that the undersigned has found the copies to be complete and identical in all respects to the original documents.

Julie M Woodard
Notary Public



JULIE M. WOODARD
Notary Public, State of Ohio
My Commission Expires Sept. 24, 2002

RECEIVED

JAN 14 1998

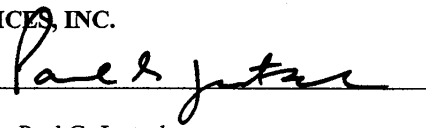
RECEIVED

**MEMORANDUM OF
RAILROAD EQUIPMENT LEASE AGREEMENT**

This **MEMORANDUM OF RAILROAD EQUIPMENT LEASE** ("Memorandum of Lease") entered into this 11th day of October, 2001, is intended to evidence the lease dated as of October 11, 2001 (the "Lease"), between **JOSEPH TRANSPORTATION SERVICES, INC.**, a Delaware corporation ("Lessor"), and **TUCSON ELECTRIC POWER COMPANY**, a duly organized company ("Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board under Section 49 of U.S.C. 11301. Lessee has the right to use the eight (8) railcars described in Exhibit A attached hereto (the "Units"). Lessee is renting from Lessor all the Units at the rentals and upon the terms and conditions provided in the Lease.

IN WITNESS WHEREOF, Lessor and Lessee, each pursuant to due company authority, has executed this Memorandum of Lease on the date indicated below its signature.

**JOSEPH TRANSPORTATION
SERVICES, INC.**

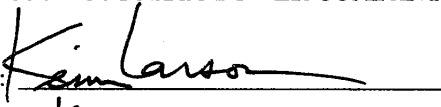
By: 

Name: Paul G. Jantsch

Title: President

Date: October 11, 2001

TUCSON ELECTRIC POWER COMPANY

By: 

Name: KEVIN LARSON

Title: Vice President

Date: 10.28.01

RECORDED 23821

JAN 14 '02 12-25 PM

SURFACE TRANSPORTATION BOARD

STATE OF OHIO

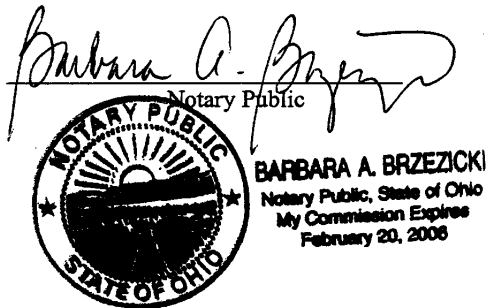
COUNTY OF HAMILTON

)
)
)
SS:

The foregoing instrument was acknowledged before me this 11th day of October, 2001, by Paul G. Jantsch, the President of Joseph Transportation Services, Inc., a Delaware corporation, on behalf of the corporation.

My Commission expires:

February 20, 2006



STATE OF Arizona

COUNTY OF Pima

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)
)
SS:

The foregoing instrument was acknowledged before me this 29th day of October, 2001, by Kevin Larson, the Vice President of Tucson Electric Power Company, a duly organized company, on behalf of the company.

My Commission expires:

August 10, 2005

Charlene L. Tequida
Notary Public

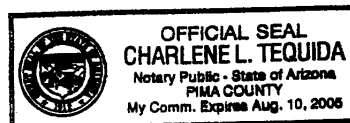


EXHIBIT A

To the Memorandum of Lease dated October 11, 2001, between Joseph Transportation Services, Inc. and Tucson Electric Power Company.

DESCRIPTION OF UNITS

Eight (8) railcars bearing reporting marks as follows:

Old Number Corresponding
 JTSX Number

| | |
|----------|-------------|
| PSCX 495 | JTSX 900134 |
| PSCX 506 | JTSX 900144 |
| PSCX 541 | JTSX 900179 |
| PSCX 569 | JTSX 900206 |
| PSCX 606 | JTSX 900242 |
| PSCX 632 | JTSX 900266 |
| PSCX 705 | JTSX 900338 |
| PSCX 738 | JTSX 900370 |